

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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BISON CAPITAL CORPORATION,	:	
	:	Civil Action No. 10 CV 714
	:	(SHS) (AJP)
Plaintiff,	:	
	:	
- against -	:	
	:	
ATP OIL & GAS CORPORATION,	:	
	:	
Defendant.	:	
-----X		

**DECLARATION OF JEFFREY W. GUTCHESS**  
**IN OPPOSITION TO DEFENDANT'S MOTION TO DISMISS**

Jeffrey W. Gutchess declares the following, pursuant to 28 U.S.C. § 1746:

1. I am counsel to Plaintiff Bison Capital Corporation ("Bison"). I am fully familiar with this matter and make this Declaration in opposition to Defendant ATP Oil & Gas Corporation's Motion to Dismiss Counts III through XIII.

2. The following attachments are excerpts from ATP's filings with the Securities and Exchange Commission of which the court can take judicial notice, excerpts from ATP's own statements on which the First Amended Complaint is based, and copies of contracts from court files, of which the court can also take judicial notice.

3. Attached as Exhibit 1 is an article authored by ATP Chairman T. Paul Bulmahn dated June 2001, entitled "Offshore Presents Unique Challenges" and published in "The American Oil & Gas Reporter" and available on ATP's website.

4. Attached as Exhibit 2 is an interview with ATP Chairman T. Paul Bulman dated July 2001 and published in "The Wall Street Transcript".

5. Attached as Exhibit 3 are pages 15, 23, and 36-38, excerpted from ATP's Form

10-K for the year ended December 31, 2003.

6. Attached as Exhibit 4 are pages 10, 12, 58 and F-14, excerpted from ATP's Post-Effective Amendment No. 1 to Form S-1 Registration Statement

7. Attached as Exhibit 5 is page 28, excerpted from ATP's Form 10-K for the year ended December 31, 2001.

8. Attached as Exhibit 6 is page 27, excerpted from ATP's Form 10-K for the year ended December 31, 2002.

9. Attached as Exhibit 7 are pages 8 and 20, excerpted from ATP's Investor Presentation at the "Annual Global Energy Conference," dated March 9, 2004 and available on ATP's website.

10. Attached as Exhibit 8 are pages 15, 19-20, excerpted from ATP's Investor Presentation at the "International Petroleum Association of America - Oil & Gas Investment Symposia", dated April, 2004 and available on ATP's website.

11. Attached as a Composite Exhibit 9 are pages from ATP's Form 10Q's for the first three quarters of 2003 demonstrating ATP's working capital deficits and covenant violations.

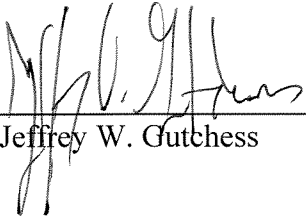
12. Attached as Exhibit 10 is a copy of the contract that was at issue and on file with the court files in *Peter J. Solomon Co., L.P. v. Oneida Ltd.*, 2010 WL 234827 (S.D.N.Y.).

13. Attached as Exhibit 11 is a copy of the contract that was at issue and on file with the court in *Phoenix Capital Investments, LLC, v. Ellington Management Group, L.L.C.*, 51 A.D.3d 549, 859 N.Y.S.2d 46 (2008).

14. For the reasons set forth in the accompanying Memorandum of Law, Defendant's motion to dismiss should be denied in all respects.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 19, 2010



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Jeffrey W. Gutchess